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Bankruptcy Conflicts-Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
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HEARING DATE: September 6, 2007
AT 10:00 AM

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**NOTICE OF PRESENTMENT
OF JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF CLAIM
NUMBER 16368 AND EXPUNGING PROOF OF CLAIM NUMBER 12394
(NEC ELECTRONICS AMERICA INC.)**

PLEASE TAKE NOTICE that on May 22, 2007, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), objected to proof of claim number 12394 (the "Claim") filed by NEC Electronics America Inc. ("NEC") pursuant to the Debtors' Fourteenth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims and (B) Protective Claims (Docket No. 7998) (the "Fourteenth Omnibus Claims Objection").

PLEASE TAKE FURTHER NOTICE that on June 15, 2007, the Debtors objected to proof of claim number 16368 (the "Amended Claim") filed by NEC and

subsequently assigned by NEC to JPMorgan Chase Bank, N.A. ("JPMC") pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Insurance Claim Not Reflected on Debtors' Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

PLEASE TAKE FURTHER NOTICE that the Debtors, NEC and JPMC have agreed to settle the Fourteenth Omnibus Claims Objection and the Seventeenth Omnibus Claims Objection with respect to the Claim and the Amended Claim, respectively, and, either because these claims involve an ordinary course controversy or pursuant to the Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414), have (i) entered into a Settlement Agreement, dated as of August 30, 2007 (the "Settlement Agreement"), and (ii) executed a Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 16368 and Expunging Proof of Claim Number 12394 (NEC Electronics America Inc.) (the "Joint Stipulation").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Settlement Agreement and the Joint Stipulation, the Debtors, NEC and JPMC have agreed to disallow and expunge the Claim in its entirety and allow the Amended Claim as a general unsecured non-priority claim against Delphi Automotive Systems LLC in the amount of \$9,596,272.10, without prejudice to the rights of NEC and JPMC to seek

administrative priority status for \$3,424,138.98 of the Amended Claim as a reclamation claim.

PLEASE TAKE FURTHER NOTICE that the Debtors will present the Joint Stipulation for consideration at the hearing scheduled for September 6, 2007, at 10:00 a.m. (prevailing Eastern time) in the United States Bankruptcy Court for the Southern District of New York.

Dated: New York, New York
August 30, 2007

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:
/s/ Neil Berger
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